Report of the Executive Board

The Executive Board of ANDRITZ AG submits the following report in accordance with Section 153 (4) in conjunction with Section 65 (1b) of the Austrian Stock Corporation Act (AktG) in connection with the authorization granted in item 9 of the agenda to exclude subscription rights when selling treasury shares.

1 AUTHORIZATIONS

Regarding item 9 of the agenda of the Annual General Meeting of ANDRITZ AG on March 26, 2026, the Executive Board and the Supervisory Board have proposed the following resolution:

1 *"Pursuant to Section 65 (1) (8) AktG, the Executive Board is authorized for a period of 30 months from April 1, 2026, to acquire treasury shares of the company to the maximum extent permitted by law and, without the need for prior approval by the Annual General Meeting, to cancel these shares of the company with the approval of the Supervisory Board, if necessary. Trading in treasury shares for the purpose of acquisition is expressly excluded. The authorization may be exercised in whole or in part, or in several installments, and in pursuit of one or more purposes by the company, its affiliated companies, or on their behalf by third parties.*

2 *The Executive Board of ANDRITZ AG is authorized to decide on the acquisition via the stock exchange. Off-exchange acquisitions are subject to the prior approval of the Supervisory Board. In the case of off-exchange acquisitions, these may also be carried out with the exclusion of the pro rata right of sale (reverse exclusion of subscription rights).*

3 *The consideration per share may not be less than the proportionate amount per share in the share capital. The highest consideration per share to be paid for the repurchase may not exceed the average, unweighted closing price on the Vienna Stock Exchange on the ten trading days preceding the exercise of this authorization by more than 10%.*

4 *Both this resolution and the repurchase program based on it, as well as any resale program and their respective durations, must be published.*

5 *For a period of five years from the date of the resolution, the Executive Board is authorized, with the approval of the Supervisory Board, to sell or use the acquired treasury shares for any legally permissible purpose in a manner other than through the stock exchange or by means of a public offering, and in doing so to exclude the shareholders' pro rata purchase rights (exclusion of subscription rights). The authorization may be exercised in whole or in part, or in several installments, and in pursuit of one or more purposes.*

6 *The Supervisory Board is authorized to resolve amendments to the company's Articles of Association resulting from the redemption of treasury shares."*

2 ON THE ACQUISITION OF TREASURY SHARES

The exclusion of shareholders' rights of tender (exclusion of reverse subscription rights) is of particular importance to ANDRITZ AG because it enables the company to take advantage of market opportunities arising in its rapidly changing environment quickly and flexibly and without the time-consuming and costly processing of shareholders' rights of tender. The acquisition of shares from individual shareholders or a single shareholder (block purchase) is permissible provided that it can be objectively justified. The block purchase of treasury shares from one or more shareholders, excluding the right of tender of the remaining shareholders, is in the company's interest if, for example, due to the available time frame, taking into account general and specific market and share price developments, the trading volumes available on the stock exchange, or the statutory volume restrictions for share buyback programs via the stock exchange, it can be assumed that the company will not be able to acquire its own shares within the required time or at a reasonable price via the stock exchange or through a public offering. The block purchase of treasury shares from one or more shareholders, excluding the right of other shareholders to tender their shares, is also in the company's interest if this stabilizes the company's shareholder structure, particularly with regard to strategic investors, or if it meets an immediate need for treasury shares.

3 SALE OF TREASURY SHARES

As the authorization also includes the possibility of excluding subscription rights, the Executive Board is submitting this report in accordance with the legal provisions of Section 65 (1b) in conjunction with Section 170 (2) in conjunction with Section 153 (4) of the Austrian Stock Corporation Act (AktG).

COMPANY INTEREST

The proposed authorization to exclude subscription rights when selling treasury shares in a manner other than on the stock exchange or in the course of public offerings is in the interests of the company and its shareholders.

Granting of treasury shares for contributions in kind

ANDRITZ AG's corporate strategy includes consolidating and expanding the company's market position. To achieve this goal, it may be particularly expedient to acquire other companies or businesses in Austria or abroad. Such an acquisition can be structured legally as either the purchase of certain assets of a company, business, or part of a business, or as the acquisition of shares in a company. Both types of company or (partial) business acquisitions are referred to hereinafter as company acquisitions for the sake of simplicity.

In the case of a company acquisition, it may be in the primary interest of ANDRITZ AG as the buyer, as well as in the interest of the seller, to offer the seller new or existing shares as consideration in order to compensate shareholders of target companies or if the seller prefers to receive shares in the company instead of cash, for example for tax reasons. Often, a seller is only willing to transfer the company or shares in it if he in turn receives a stake (or at least the possibility of a stake) in the company. From ANDRITZ AG's point of view, it may also be necessary for strategic or organizational reasons to integrate the seller into the group as a shareholder.

In addition to the necessity of granting treasury shares as consideration due to the contractual partner's request, the use of treasury shares as a "transaction currency" is also advantageous for the company for the following reasons:

- If the company has acquired its own shares at a favorable price and the share price has since risen, this can often result in a more favorable purchase price than in the case of a "pure" cash payment, for example in the case of an acquisition, because when calculating the consideration for the acquisition of the company, the treasury shares to be granted as consideration are generally valued at the current (average) market value or, if applicable, at a higher intrinsic value, but not at the lower historical acquisition cost. (part of the) consideration to be granted in the form of treasury shares is generally valued at the current (average) market value or, at most, at a higher intrinsic value, but not at the lower historical acquisition cost.

- The use of treasury shares reduces the company's liquidity requirements for investments/acquisitions and accelerates the processing of the investment/acquisition, as existing shares can be used and no new shares need to be created, for example, in the context of a comparatively time-consuming capital increase in kind or in cash. This enables the Executive Board to take advantage of opportunities arising at the time of sale quickly, flexibly, and cost-effectively. Cooperations and synergies with other companies that are in the interests of the company (e.g., by contributing the company) are made possible. In addition, the use of existing shares avoids a dilution effect.

Servicing of existing or future stock option programs en, future n performance share plans (or LTI programs) and of the general employee participation program with own shares
The existing 2020, 2022, and 2024 stock option programs and future performance share plans for members of the Executive Board (see also 2025 Remuneration Policy for the Executive Board), senior executives, and selected employees of the ANDRITZ Group serve as a special performance incentive and to create additional loyalty to the company or the Group. The exercise periods of the existing stock option programs are between May 1, 2023, and April 30, 2027, May 1, 2025, and April 30, 2029, and May 1, 2027, and April 30, 2031, respectively.

The exclusion of shareholders' subscription rights is also necessary in order to be able to issue treasury shares to employees, executives, and members of the Executive Board of the Company or an affiliated company as part of an employee participation program, thereby creating incentives for sustainable value creation and the achievement of key corporate goals in line with the interests of the owners. The remuneration policy for the Executive Board of ANDRITZ AG from 2025 onwards, which was presented at the 118th Annual General Meeting on March 27, 2025, provides for a remuneration model in line with international market practice, taking into account the requirements of investors and proxy advisors, which includes a long-term variable and partly share-based remuneration component.

The possibility of using treasury shares in ways other than through the stock exchange or a public offering for the purpose of fulfilling the delivery obligation to the employees of the company and its affiliated companies would be in the interest of the company and proportionate if implemented, as this allocation is intended to recognize the performance of the eligible employees and executives.

It also contributes to broadening the shareholder structure, increasing the free float and thus maintaining the independence of the company. Furthermore, it is intended to strengthen the loyalty of employees and executives to their employer.

Pursuant to Section 153 (5) of the Austrian Stock Corporation Act (AktG), the (preferential) issue of shares to employees, executives, and members of the Executive Board to satisfy claims arising from employee participation or stock option programs is justified by law and constitutes sufficient grounds for excluding subscription rights.

THE EXCLUSION OF SUBSCRIPTION RIGHTS IS APPROPRIATE, NECESSARY, AND PROPORTIONATE

The authorization of the Executive Board to sell treasury shares in a manner other than through the stock exchange or by means of a public offering, excluding shareholders' purchase rights (exclusion of subscription rights) is, in the opinion of ANDRITZ AG, appropriate and necessary for the purposes stated in the interests of the company in order to ensure the best possible utilization of treasury shares and to be able to implement targeted investments or acquisitions quickly and without (or with as little as possible) cash outflow. The interests of existing shareholders are safeguarded by the fact that the value of the company to be contributed or the shares in this company is compared with the value of ANDRITZ AG and the seller only receives ANDRITZ AG treasury shares in this ratio.

Existing shareholders also participate in the profits of the acquired company or ANDRITZ AG, which should generally increase as a result of synergies between the two companies. The use of treasury shares as consideration for an acquisition requires the exclusion of shareholders' purchase rights, as the assets to be acquired (such as companies, parts of companies, company holdings, or other assets) cannot usually be provided by all shareholders.

A weighing of the interests of the company in the use or realization of its own shares and/or financing of the company on the one hand and the interests of existing shareholders in receiving their pro rata share on the other hand thus leads to the conclusion that the authorization to sell treasury shares to the exclusion of shareholders' subscription rights is not disproportionate. The use of treasury shares without giving shareholders the opportunity to acquire these shares does not result in the "typical" dilution of shareholders. Initially, the share of existing shareholders or the voting power from the existing shareholders' own shares only "increased" because the company repurchased its own shares on the basis of corresponding authorizations from the annual general meeting and the rights attached to these shares are therefore suspended as long as they are held by the company as treasury shares. A reduction in the sphere of the individual existing shareholder only occurs when the company reuses the acquired treasury shares, excluding the possibility of purchase by shareholders. After the treasury shares have been used, the shareholders regain the status they had before the company acquired the treasury shares in question.

Within the scope of normal trading volumes, shareholders remain free to purchase additional shares on the stock exchange, so that even if the company uses/sells treasury shares to the exclusion of shareholders' purchase rights, they should generally be able to prevent a dilution of their shareholding by purchasing additional shares on the stock exchange.

Even if the exclusion of the purchase option should result in disadvantages for existing shareholders, these are limited in view of the statutory maximum limit of 10% of the share capital for treasury shares held by the company.

In summary, after weighing up all the circumstances mentioned and within the limits described, the authorization to exclude subscription rights is necessary, appropriate, and reasonable. It is in the overriding interest of the company, objectively justified, and necessary. Finally, the sale of treasury shares with the exclusion of shareholders' subscription rights is also proportionate because ANDRITZ AG regularly has a special interest in acquiring the company in question or shares in the company in question.

If the Executive Board wishes to make use of the authorization granted to it by the Annual General Meeting to sell treasury shares in a manner other than via the stock exchange or through a public offering, it must prepare and publish a corresponding report at least two weeks before the Supervisory Board's approval resolution is passed in accordance with Section 65 (1b) in conjunction with Section 171 (1) of the Austrian Stock Corporation Act (AktG). The sale or use of treasury shares excluding shareholders' purchase rights and the determination of the conditions of sale or use require the approval of the company's Supervisory Board.

4 AUTHORIZATION TO REDEEM TREASURY SHARES

The Executive Board shall be authorized to redeem acquired treasury shares without further resolution by the Annual General Meeting, subject to the approval of the Supervisory Board. In addition, the Supervisory Board shall be authorized to resolve amendments to the Articles of Association resulting from such redemption. The redemption of treasury shares may have particular accounting advantages for the company and its shareholders, as reserves must also be formed for treasury shares. If the treasury shares that have been acquired in a permissible manner are no longer required and there is no better use for them than redemption, the advance authorization of the Executive Board to redeem treasury shares and the advance authorization of the Supervisory Board to resolve corresponding amendments to the Articles of Association in the event of actual redemption are suitable means of avoiding the time-consuming and costly holding of a further Annual General Meeting, which would have to resolve these measures.

The Executive Board will only exercise the authorization to redeem treasury shares once they have been acquired if the conditions described and all legal requirements are met. The Executive Board will also comply with the disclosure and announcement requirements under stock corporation and stock exchange law that must be observed when redeeming treasury shares. The same applies to the resolution of corresponding amendments to the company's Articles of Association.

Graz, March 2026

The Executive Board